

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
SSP GROUP PLC

(Passed on 3 March 2015)

At the Annual General Meeting of SSP Group plc (the “**Company**”), duly convened and held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London, EC4Y 1HS on 3 March 2015 at 11.00am, the following resolutions were passed as special resolutions (unless otherwise noted):

ORDINARY RESOLUTION

14. That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the **Act**) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:
- (a) up to a nominal amount of £1,583,333; and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £3,166,666 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560 of the Act), as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangement which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory, or practical problems in, or laws of, any territory or any matter.

The authorities conferred on the Directors to allot securities under paragraph (a) and (b) will expire at the conclusion of the annual general meeting of the Company to be held in 2016 or at the close of business on 31 March 2016 whichever is sooner, (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after the authorities given by this Resolution expire and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

SPECIAL RESOLUTIONS

15. That, subject to the passing of Resolution 14 the Directors be given powers pursuant to sections 570 and 573 of the Companies Act 2006 (the **Act**) to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 14 and/or to sell equity securities held by the Company as treasury shares for cash as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment or sale, provided that such power be limited to:
- (a) the allotment of equity securities in connection with an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £237,500,

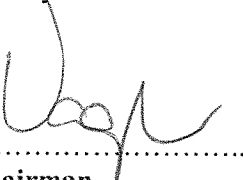
such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2016 or at the close of business on 31 March 2016 whichever is sooner, (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

16. That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the **Act**) to make market purchases (as defined in section 693 of the Act) of ordinary shares of 1 pence each in the capital of the Company (**ordinary shares**) on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum number of ordinary shares which may be purchased is 47,499,995;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105% of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and
- (d) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2016 or, if earlier, at the close of business on 31 March 2016.

17. That, the terms of a contract proposed to be made for the purchase by the Company of 1,156,863 deferred shares of £1.00 each in the capital of the Company (**Deferred Shares**) for a total consideration of £1 under a contract (**Purchase Contract**) between the Company (as buyer) and the relevant holder of the Deferred Shares (as the seller) with terms as detailed in the Explanatory Notes to this Notice of Meeting be approved and the Company be authorised to enter into the Purchase Contract, such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2016 (unless previously renewed, varied or revoked by the Company at a general meeting).

19. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



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Chairman